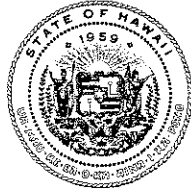


LINDA LINGLE
GOVERNOR

JAMES R. AIONA, JR.
LT. GOVERNOR



MARK E. RECKTENWALD
DIRECTOR

JOHN E. COLE
EXECUTIVE DIRECTOR

STATE OF HAWAII
DIVISION OF CONSUMER ADVOCACY
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
335 MERCHANT STREET, ROOM 326
P.O. Box 541
HONOLULU, HAWAII 96809
Phone Number: 586-2800
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September 1, 2004

PUBLIC UTILITIES
COMMISSION

SEP 1 3 41 PM '04

FILED

The Honorable Chairman and Members of
the Hawaii Public Utilities Commission
Kekuanaoa Building
465 South King Street, 1st Floor
Honolulu, Hawaii 96813

Dear Commissioners:

RE: Docket No. 04-0140– Paradise MergerSub, Inc., GTE Corporation, Verizon
Hawaii Inc., Bell Atlantic Communications, Inc., and Verizon Select Services Inc.
for approval of a merger transaction and related matters

Enclosed please find the original protective agreement which was executed by the
following member of the Consumer Advocate's staff.

Norman Ahu, Telecom Specialist

In the event other members of the Consumer Advocate's staff and/or outside consultants
retained to assist us in our review become involved in this docket, additional protective
agreements will be executed with the originals forwarded to you.

Sincerely yours,

Cheryl S. Kikuta
Utilities Administrator

CSK:wt
Enclosure

c: Leslie Alan Ueoka, Esq.
Blane T. Yokota, Esq.
Alan M. Oshima, Esq.
Michael H. Lau, Esq.
Kent D. Morihara, Esq.
Lisa Suan
Richard B. Lee

J. Douglas Ing, Esq.
Pamela J. Larson, Esq.
Herbert R. Takahashi, Esq.
Stanford H. Masui, Esq.
Danny J. Vasconcellos, Esq.
Rebecca L. Covert, Esq.

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Norman Ahu, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7 day of June, 2004 ("Protective Order").


2. I am employed by, retained by or assisting the Division of Consumer Advocacy in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist the Division of Consumer Advocacy and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to the Division of Consumer Advocacy, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this Aug. 31, 2004.



Signature

Division of Consumer Advocacy
335 Merchant Street, Room 326
Honolulu, Hawaii 96813

Address

(808) 586-2800

Telephone Number